

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

**BLACKROCK BALANCED CAPITAL
PORTFOLIO (FI), et al.,**

Plaintiffs,

-against-

**DEUTSCHE BANK NATIONAL TRUST
COMPANY; and DEUTSCHE BANK
TRUST COMPANY AMERICAS,**

Defendants,

-and-

The Trusts Identified in Exhibit 1,

Nominal Defendants.

**BLACKROCK ALLOCATION TARGET
SHARES: SERIES S PORTFOLIO, et al.,**

Plaintiffs,

-against-

**WELLS FARGO BANK, NATIONAL
ASSOCIATION,**

Defendant,

-and-

The Trusts Identified in Exhibit 1,

Nominal Defendants.

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Case No. 1:14-cv-9367-RMB

**DEFENDANTS' NOTICE OF
JOINT MOTION TO DISMISS**

Case No. 1:14-cv-9371-RMB

**ROYAL PARK INVESTMENTS SA/NV,
Individually and on Behalf of All Others
Similarly Situated,**

Plaintiffs,

-against-

WELLS FARGO BANK, N.A., as Trustee,

Defendant.

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Case No. 1:14-cv-09764-RMB-SN

**NATIONAL CREDIT UNION
ADMINISTRATION BOARD, as
Liquidating Agent of U.S. Central Federal
Credit Union, Western Corporate Federal
Credit Union, Members United Corporate
Federal Credit Union, Southwest
Corporate Federal Credit Union, and
Constitution Corporate Federal Credit
Union, in its own right, and on behalf of
NCUA GUARANTEED NOTES TRUST
2010-R1, NCUA GUARANTEED NOTES
TRUST 2010-R2, NCUA GUARANTEED
NOTES TRUST 2010-R3, NCUA
GUARANTEED NOTES TRUST 2011-R1,
NCUA GUARANTEED NOTES TRUST
2011-R2, NCUA GUARANTEED NOTES
TRUST 2011-R3, NCUA GUARANTEED
NOTES TRUST 2011-R4, NCUA
GUARANTEED NOTES TRUST 2011-R5,
NCUA GUARANTEED NOTES TRUST
2011-R6, NCUA GUARANTEED NOTES
TRUST 2011-M1,**

Plaintiffs,

-against-

**WELLS FARGO BANK, NATIONAL
ASSOCIATION,**

Defendant.

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Case No. 1:14-cv-10067-RMB

PHOENIX LIGHT SF LIMITED, in its own right and the right of BLUE HERON FUNDING II LTD., BLUE HERON FUNDING V LTD., BLUE HERON FUNDING VI LTD., BLUE HERON FUNDING VII LTD., BLUE HERON FUNDING IX LTD., C-BASS CBO XIV LTD., C-BASS CBO XVII LTD., KLEROS PREFERRED FUNDING V PLC, SILVER ELMS CDO PLC and SILVER ELMS CDO II LIMITED; and each of BLUE HERON FUNDING II LTD., BLUE HERON FUNDING V LTD., BLUE HERON FUNDING VI LTD., BLUE HERON FUNDING VII LTD., BLUE HERON FUNDING IX LTD., KLEROS PREFERRED FUNDING V PLC, SILVER ELMS CDO PLC and SILVER ELMS CDO II LIMITED, in their own right,

Plaintiffs,

-against-

WELLS FARGO BANK, N.A.,

Defendant.

Case No. 1:14-cv-10102-RMB

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PLEASE TAKE NOTICE that Defendants Deutsche Bank National Trust Company (“DBNTC”) and Deutsche Bank Trust Company Americas (“DBTCA”), as trustees for the 564 residential mortgage-backed securitization trusts at issue in the above-captioned case numbered 1:14-cv-9367-RMB (the “DB-BR case”), and Wells Fargo Bank, N.A. (“Wells Fargo”), as trustee for the 282 residential mortgage-backed securitization trusts at issue in the above-captioned cases numbered 1:14-cv-9371-RMB (the “WF-BR case”), 1:14-cv-9764-RMB (the “RP case”), 1:14-cv-10067-RMB (the “NCUA case”), and 1:14-cv-10102-RMB (the “PL case”), pursuant to Rules 12(b)(1) and 12(b)(6) of the Federal Rules of Civil Procedure, the Local Rules

of the Southern District of New York, the Individual Rules of this Court, and this Court's February 11, 2015 Case Management Plan in each of the five above-captioned cases ordering the Defendants to file one joint motion to dismiss, hereby move the Court before the Honorable Richard M. Berman, United States District Court Judge, at a date and time to be determined by the Court, at the United States Courthouse for the Southern District of New York, 500 Pearl Street, New York, New York, 10007 for an Order granting Defendants' Joint Motion to Dismiss the Complaints herein in their entirety ("Defendants' Joint Motion to Dismiss") with prejudice.

Defendants' Joint Motion to Dismiss is based upon:

- (1) the Accompanying Joint Memorandum of Law in Support of Defendants' Joint Motion to Dismiss (filed in each of the five above-captioned cases),
- (2) the Declaration of Elizabeth A. Frohlich and exhibits thereto (filed in the DB-BR case),
- (3) the Declaration of William P. Quinn and exhibits thereto (filed in the DB-BR case),
- (4) the Declarations of Howard F. Sidman and the exhibits thereto (filed in the WF-BR case, the NCUA case, the PL case, and the RP case), and
- (5) all prior proceedings and matters of record in this case.

PLEASE TAKE FURTHER NOTICE THAT, in accordance with this Court's February 11, 2015 Case Management Plan, Plaintiffs' response to this motion is due on May 29, 2015, and Defendants' reply is due on June 29, 2015.

Dated: April 30, 2015

MORGAN, LEWIS & BOCKIUS LLP

By: /s/ William P. Quinn, Jr.

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*Attorneys for Defendants Deutsche Bank National
Trust Company and Deutsche Bank Trust Company
Americas, as Trustees for the Residential Mortgage-
Backed Securitization Trusts at Issue*

JONES DAY

By: /s/ Howard F. Sidman _____

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*Attorneys for Defendant
Wells Fargo Bank, N.A., as Trustee for the
Residential Mortgage-Backed Securitization Trusts
at Issue*